

AUG 20 1975 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT, dated as of August 1, 1975, among THE LIBERTY NATIONAL LEASING COMPANY (hereinafter called the Vendee), GENERAL MOTORS CORPORATION (Electro-Motive Division) (hereinafter called the Builder), and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as agent (hereinafter called the Assignee).

WHEREAS the Vendee and the Builder have entered into a Conditional Sale Agreement dated as of June 15, 1975 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of June 15, 1975 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 17, 1975, at 2:15 p.m., and were assigned recordation numbers 7997 and 7997-A, respectively;

WHEREAS the railroad equipment covered by the Conditional Sale Agreement has not been delivered to the Vendee;

WHEREAS the Vendee has assigned its right to purchase such railroad equipment to Liberty National Bank and Trust Company, and said bank and trust company and the

Builder are entering into a conditional sale agreement in respect of such railroad equipment; and

WHEREAS the parties hereto now desire to terminate the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree that the Conditional Sale Agreement and the Assignment are terminated, and shall be of no further force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

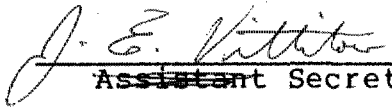
THE LIBERTY NATIONAL
LEASING COMPANY,

[Corporate Seal]

by


President

Attest:


Assistant Secretary

GENERAL MOTORS CORPORATION
(Electro-Motive Division,

[Corporate Seal]

by

P.K. Haglund

Vice President

Attest:

W.H. Thomas

Assistant Secretary

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as agent,

[Corporate Seal]

by

[Signature]

Authorized Officer

Attest:

Volusia Richards

Authorized Officer

COMMONWEALTH OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON,)

On this *18th* day of August 1975, before me personally appeared *Hugh M. Shoat, III*, to me personally known, who being by me duly sworn, says that he is *President*

of THE LIBERTY NATIONAL LEASING COMPANY,
that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

RM Martin Rockwell

Notary Public

[Notarial Seal]

My Commission expires *3/15/76*

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this *13th* day of August 1975, before me personally appeared *P. K. HOGGLUND*, to me personally known, who being by me duly sworn, says that he is Vice President of GENERAL MOTORS CORPORATION (Electro-Motive Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Zula C. Clair

Notary Public

[Notarial Seal]

My Commission expires JULY 11, 1976

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this *15th* day of August 1975, before me personally appeared *ROBERT S. CLARK*, to me personally known, who being by me duly sworn, says that he is an *authorized* *Officer* of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Delbert J. Langford

Notary Public

[Notarial Seal]

My Commission expires

July 22, 1978